

# EXHIBIT 1

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

UNITED STATES OF AMERICA, et al.,

Plaintiffs,

v.

AMERICAN AIRLINES GROUP INC. and  
JETBLUE AIRWAYS CORPORATION,

Defendants.

Civil Action No. 1:21-cv-11558-LTS

**HIGHLY CONFIDENTIAL**

**Expert Report of**

**RON DILEO**

**July 11, 2022**

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**I. BACKGROUND AND QUALIFICATIONS**

1. My name is Ron DiLeo. For more than forty years, I have worked in a wide variety of capacities in the airline travel industry, including positions at travel management companies and travel agencies, as a consultant to both corporate travel managers/buyers and travel suppliers, as a travel association executive, and as Chief Commercial Officer for an airline. Through these roles I have gained firsthand a diverse understanding of what travel customers value and demand, whether they are traveling for business or pleasure or buying travel on behalf of corporations' travel programs. I have also gained insights into how airlines compete for customer demand, including by offering network breadth, providing competitive scheduling, and rewarding preferred customers.
2. I spent 25 years working at Rosenbluth International ("Rosenbluth"), which was both a travel agency and a travel management company ("TMC"). While at Rosenbluth, I worked with customers and suppliers on procuring business and leisure travel.
3. In October 2003, American Express acquired Rosenbluth, and post-acquisition, I became Executive Vice President/General Manager, Head of Business Travel for Europe, the Middle East, and Africa for American Express. In this role, I was in charge of all corporate business, including supplier relationships, operations, call centers, and travel agency networks in 23 countries.
4. In 2007, I left American Express to become the founder of In the Black Group, a business performance consultancy that provides consulting services to companies primarily in the travel and tourism industries. In this role, my team and I largely negotiate supplier contracts on behalf of agencies and TMCs. I have worked at In the Black Group since 2007, although I have held several other roles concurrently.

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5. In 2007, British Airways hired me to manage the commercial work-streams of the airline's startup, OpenSkies, which launched in eighteen months and flew between New York and Paris. I was responsible for route planning and revenue management, the establishment of the airline's frequent flyer loyalty program, and all on-board customer experiences.
6. In July 2010, I became the Executive Director and Chief Executive of the Association of Corporate Travel Executives ("ACTE"), a trade association that focused on education for the travel industry and had in 2010 more than 31,000 members and delegates around the world. In this role, I gave lectures and hosted global conferences. ACTE created programs that provided training for travel executives on best practices for negotiating airline contracts and contracting the services of travel agencies and TMCs, among many other topics.
7. My curriculum vitae is attached as Appendix A.

**II. PURPOSE OF ANALYSIS AND MATERIALS CONSIDERED**

8. I have been asked by counsel for American Airlines Group Inc. ("American") and JetBlue Airways Corporation ("JetBlue"), the Defendants in this case, to provide expert testimony on whether and how corporate travelers benefit from the Northeast Alliance ("NEA").
9. I am being compensated for my work on this matter at a rate of \$300 per hour, with limits of \$1,500 per day and \$20,000 per month. The opinions I express here are my own and do not necessarily reflect the views of any of my employers or any of their employees. My compensation is in no way related to or dependent upon my reaching certain conclusions or offering certain expert opinions in this case.

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10. This report contains a statement of my opinions as well as the basis for those opinions and is supported by the work that I have performed to date, as well as my professional training and decades of experience. The opinions set forth in this report are based upon (i) the documents and data contained in Appendix B, including relevant publicly-available information; (ii) case pleadings; (iii) documents produced and deposition testimony given in the course of this litigation; (iv) interviews I have conducted of American and JetBlue employees; and (v) my own knowledge and experience from working in the airline industry for more than four decades. My investigation and consideration of the issues in this matter are ongoing. Thus, while I do not expect my conclusions to change, my opinions are subject to further documents, data, testimony, and other materials that I may review and analyze in the future.

**III. SUMMARY OF OPINIONS**

11. Through my experience in the airline industry, I have gained a deep understanding of what corporations and corporate travelers demand when choosing airlines for corporate travel. Based on this understanding, I have concluded that the NEA enables American and JetBlue to provide benefits that corporations and corporate customers value. Based on my experience, it is my opinion that the NEA enables American and JetBlue to provide benefits for corporate customers that greatly exceed the benefits that the airlines can provide without the NEA. The NEA provides benefits to customers primarily through: (1) expanded service; (2) improved flight schedules; (3) expanded loyalty programs; (4) an enhanced experience at many NEA airports and on NEA flights; and (5) larger, better-equipped aircraft on NEA routes. These benefits are particularly important for corporate customers because they travel frequently to a broad array of destinations for business. Taken together, these benefits make American and JetBlue into stronger

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competitors for corporations that use the New York and Boston airports, allowing them to compete more effectively with other airlines, especially Delta and United.

12. Most large corporations negotiate contracts with one or more airlines that provide discounts and other benefits to their corporate travelers. They typically designate one airline in the “primary” position and the other airline in the “secondary” position. Corporations seek to award the primary position to an airline that can best meet their overall travel needs with a combination of a broad network and attractive schedules on frequently traveled routes. Airlines in primary position with a corporation also seek to secure a volume commitment in exchange for deeper volume discounts. Practically, this means that corporations tend to prefer that their employees travel on the primary airline, even when the secondary airline offers a competing service on a given route. The secondary airline is typically preferred only when the airline provides service on an origin and destination pair (“O&D”) that is not a part of the primary airline’s network. Each contract cycle (typically one year), airlines compete aggressively to attain the primary position for corporate customers. Meanwhile, small to medium enterprises (“SMEs”) that are not large enough to negotiate directly with the airlines or do not wish to negotiate with airlines often have relationships with travel agencies that have negotiated discounts with airlines.
13. The NEA will allow American and JetBlue to be more competitive in these negotiations and provide more options for corporate travelers. The interests of corporations and corporate travelers are aligned, as corporations want their employees to use their preferred airlines as much as possible. This is much more likely when an airline meets

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the needs of corporate travelers and provides the benefits and comfort that travelers desire.

14. The first benefit of the NEA that makes American and JetBlue more competitive is expanded service. Many corporations and corporate travelers need and want access to a broad airline network. Negotiating separate contracts with separate carriers to address travel needs in different locations requires additional time and effort and takes away the bargaining power a company creates when it offers to fly one or two airlines. Thus, it is preferable to negotiate fewer contracts with carriers that can address all of a company's travel needs, whether directly or through codesharing with partner airlines. The NEA enables American and JetBlue to offer customers located in or traveling to, from, or through the Northeast the benefits of a broader network that deploys their slots, aircraft, facilities, and other assets more efficiently than without the NEA. This makes both American and JetBlue more competitive for corporate customers in New York and Boston, bringing benefits to both new and existing customers. For example, JetBlue's existing customers benefit from access to the NEA's significantly broader and deeper network than what JetBlue could offer prior to the NEA, and new customers are incentivized to enter into corporate contracts with JetBlue or American even where they did not previously think these airlines offered a strong value proposition.
15. Second, the NEA allows American and JetBlue to offer better schedule patterns on key business routes, which corporate travelers value tremendously. Corporate travelers often need to be in particular places at particular times. For example, a corporate traveler may need to travel to attend a business meeting scheduled in the morning, then need to catch a flight soon after the end of that meeting to travel to a different location to a meeting



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scheduled in the afternoon. Another corporate traveler may need to leave early in the morning and return home late in the evening while traveling for an all-day meeting.

Corporate travelers also require flexibility by having multiple options for travel throughout the day. For example, if a meeting ends earlier or later than expected, corporate travelers want the ability to change their flights to fit their new schedule. For these reasons, it is important for corporate travelers that their preferred airlines maintain a robust schedule that suits their needs. The corporations also benefit from airlines that offer a robust schedule, not only because their employees are able to better meet their travel obligations but also because a robust schedule can help corporations save unnecessary costs, such as the cost of paying for a stay at a hotel for an employee who could not find a flight home after a meeting ran long. Under the NEA, American and JetBlue are offering more time of day options, particularly on business routes, that are attractive to corporate customers.

16. Third, the NEA offers corporate customers a significantly better loyalty program than either airline offered standing alone. When making decisions on which carriers to use, corporations take into account their corporate travelers' preferences for airline customer loyalty programs. Corporate travelers fly significantly more often than the average traveler and, therefore, get more value out of airline loyalty programs. Loyalty programs are generally designed to provide increasingly attractive benefits as a customer accrues more loyalty points, such as elite status programs that provide complimentary upgrades or free checked baggage. Thus, customers find it extremely valuable to accrue loyalty points on a single airline so that, for example, a customer can attain elite status through frequent business travel and enjoy the benefits of that status for future business and

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leisure travel. Because of the NEA, American and JetBlue allow customers who fly on either airline to benefit from the other airline's loyalty program by allowing customers flying on American-operated flights to accrue JetBlue's TrueBlue frequent flier miles and customers flying on JetBlue-operated flights to accrue American's AAdvantage frequent flier miles.<sup>1</sup> This is a significant benefit to both airlines' customers, as it allows them to attain elite status on their preferred airline more quickly by earning loyalty points in their preferred loyalty program when flying either American or JetBlue. The NEA provides the added benefit of recognizing associated status benefits across each other's flights.<sup>2</sup> Because corporations consider the strength of carriers' loyalty programs in deciding whether to partner with carriers, this loyalty program reciprocity improves American's and JetBlue's competitive positions.

17. Fourth, the NEA makes American and JetBlue more competitive by allowing the carriers to offer more airport experience benefits to corporate customers. Many travelers, particularly those traveling for business, value a comfortable airport experience through the use of perks such as lounges, priority boarding, an expedited security process, and the ability to check baggage for no additional cost. The more airport perks a corporation can

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<sup>1</sup> *JetBlue Delivers New Customer Benefits Under Northeast Alliance With Ability to Earn TrueBlue Loyalty Points on American Airlines Flights*, JetBlue Investor Relations (May 26 2021), <http://mediaroom.jetblue.com/investor-relations/press-releases/2021/05-26-2021-140102318> (“JetBlue’s TrueBlue loyalty program members are now eligible to earn points on all American Airlines-operated flights . . . . At the same time, American’s AAdvantage members can now accrue miles on all JetBlue flights within and beyond the Northeast . . .”).

<sup>2</sup> *American Airlines and JetBlue Introduce Enhanced Perks for Loyalty Status Members Made Possible Through the Northeast Alliance*, (Mar. 23, 2022), <https://news.aa.com/news/news-details/2022/American-Airlines-and-JetBlue-Introduce-Enhanced-Perks-for-Loyalty-Status-Members-Made-Possible-Through-the-Northeast-Alliance-NET-ALP-03/default.aspx> (announcing the ability for American and JetBlue status members to access complimentary benefits such as premium seats, same-day flight change, and lounge access in addition to priority check-in, priority baggage, priority security, and priority boarding benefits).

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get from an airline, the more likely a corporation is to use that airline as its preferred provider. Because of the NEA, both companies have invested in infrastructure improvements at NEA airports, benefitting both airlines' customers.

18. Fifth, the NEA enables American and JetBlue to offer a more attractive aircraft fleet to their corporate customers. Corporations consider an airline's fleet when selecting a travel partner. Larger airplanes may provide more legroom and provide an increased ability to roam the cabin, thereby making passengers feel less confined. Larger airplanes are also more likely to have more than one class of service, providing travelers with the opportunity to enjoy additional comfort from upgraded seats. Larger airplanes also simply offer more seats, which means more opportunity for a corporate traveler to find an aisle seat or a window seat. The NEA enables more customers to fly on larger, more comfortable, aircraft to/from New York and Boston by enabling American and JetBlue to fly bigger aircraft out of the New York and Boston airports. Additionally, the NEA allows a loyal JetBlue corporate traveler who values business class seats to find additional opportunities to fly business class because American offers business class seats on many more routes than JetBlue currently does.

**IV. BACKGROUND ON TRAVEL AGENCIES AND TRAVEL MANAGEMENT COMPANIES**

19. Travel agencies can specialize in leisure travel, corporate travel, or both. For example, Rosenbluth, when I started working there, and ALTOUR, where I later worked, offered services for both leisure and corporate travel. By contrast, TripAction, a comparatively new TMC, only offers corporate travel management services.
20. Travel agents' responsibilities can differ depending on their focus area. Travel agents that are focused on corporate travel are primarily tasked with procuring the best itinerary

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to meet their clients' travel needs at the best price and at the most convenient times while also complying with corporations' travel policies. Travel agents for leisure customers, on the other hand, focus more on planning and selling a travel experience for clients, which typically requires more intimate knowledge of travel destinations and a keen understanding of leisure customer expectations.

21. TMCs are a type of travel agency that specialize in working primarily with businesses and organizations that outsource travel management for their employees. Prior to the COVID-19 pandemic, business travelers made up 12% of all travelers, but trips with business travelers generated up to 75% of airline revenues on certain routes in the United States.<sup>3</sup> Consequently, TMCs play an important role in the industry. TMCs can be paid for their services on a fee-per-trip, management fee, or subscription basis.
22. TMCs offer corporate customers a variety of services to manage their employees' needs. TMCs help corporate employees select the best flight options and create travel itineraries, book travel, and manage travel arrangements as needed on a 24/7-basis throughout a trip. In performing these services, TMCs: (i) ensure that employees' bookings are consistent with their corporation's travel policies (including by booking with the company's preferred airlines, if any exist); (ii) ensure that employees receive corporate rates that the company has negotiated with its preferred airlines, which are typically discounted; (iii) provide duty of care support with risk mitigation services to help keep corporate employees safe while they are traveling; and (iv) provide customer service that enables the traveler to focus on their business rather than the travel experience itself. TMCs'

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<sup>3</sup> Alana Semuels, *Business Travel's Demise Could Have Far-Reaching Consequences*, TIME (Oct. 20, 2021), <https://time.com/6108331/business-travel-decline-covid-19/>.

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services also include measuring travel policy compliance and supplier adherence to service standards, and providing historic travel spend and predicting future spend.

23. Corporate customers value TMCs that can procure the best service from airlines in the most cost-effective way. Specifically, corporate customers evaluate TMCs based on their ability to: (i) offer flights between cities where corporations dispatch travelers and at times that suit the corporation's employee's needs, (ii) secure seats on the most desirable airlines at the best fares, (iii) negotiate company-specific airfares and loyalty program perks, and (iv) access airport benefits.

**V. THE NEA BENEFITS TRAVELERS THROUGH EXPANDED SERVICE**

**A. Corporate Travelers Value a Broad Network**

24. Many corporations and corporate travelers need and want access to a broad airline network.<sup>4</sup> There are several reasons why this is the case. First, corporate customers travel to a wide variety of locations around the United States and the globe, and negotiating separate contracts with separate carriers to address travel needs in different locations is challenging. When contracting with multiple airlines, corporate travel programs can become inefficient and sub-optimal because the corporate customers spread their demand too thin, and corporations lose out on opportunities for improved terms and

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<sup>4</sup>

[REDACTED]; Deposition of Barry McMenamin, at 83:1–6, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, May 27, 2022 (“McMenamin Deposition”) (“If you, as a corporate traveler, are looking to fly between a market, if it’s not conducive to the business traveler’s schedule, it’s not going to be successful. So schedule is very important for a business traveler.”).

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conditions for their traveling employees. Therefore, large corporate clients typically aim to travel on no more than two contracted carriers overall and no more than one airline in any given city pair. That means that a corporation is more likely to partner with an airline that has (1) a broad network and (2) a deep schedule on routes that are important to the corporation.

25. Second, selecting an airline that offers a broad network allows corporations to secure greater volume discounts from that airline. As discussed above, large corporate clients typically designate a primary airline, which in practice provides the airline's preferred status over the secondary airline for the entirety of its network. Corporations are willing to assign an airline primary position in order to negotiate deep discounts in exchange for volume commitments. The broader and deeper the primary airline's network, the greater the ability of the corporation to meet higher volume commitments and secure better discounts.
26. Third, the larger an airline's presence in a specific airport, the more likely it is that the airline will be able to re-accommodate passengers to help remedy operational issues. When I worked with OpenSkies, we had only two airplanes until we acquired the French airline L'Avion, which also had only two airplanes. Even with four airplanes, if any one of those planes became inoperable due to maintenance issues, we could not avoid significant customer disruptions. Travel disruptions are extremely problematic for corporate customers because they can have a significant negative impact on the corporation's business operations. As a result, corporations prefer airlines that are the least likely to have significant disruptions to their operations.

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**B. Airlines Aim to Provide a Broad Network to Corporate Customers**

27. Airlines understand that corporate customers prefer airlines that can meet all of their travel needs reliably and affordably and often make adjustments to their networks specifically to attract more corporate customers.<sup>5</sup> Travel agents sometimes directly advocate for airlines to expand their networks on behalf of the agents' corporate customers. For example, while at Rosenbluth, I represented Unisys, an information technology company. Unisys had a preferred partner commitment to US Airways (now American). Unisys was able to convince US Airways to add a flight between Philadelphia and Detroit, which was primarily being serviced by Northwest Airlines Corp. (now Delta), at a deep discount in exchange for Unisys's commitment to fly US Airways. Because US Airways had a broad network, Unisys was able to commit to give US Airways a certain percentage of its travel for that (and other) discounts.
28. Airlines will also adjust their schedules and increase the frequency of specific routes to meet the demands of corporate customers. Corporations need flights at certain times of day, and an airline that has more frequent flights or is willing to adjust its schedule to suit the corporation's needs is a more attractive airline. For example, when US Airways added a new route for Unisys, US Airways also scheduled flights on that route

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<sup>5</sup> "Who We Are...", AA-NEA-00066740, at -66747 (July 16, 2018) ("We go to the important business markets where our *CORPORATE* customers fly: Transcons, JFK-LHR, Shuttle, Joint Business and oneworld.") (emphasis in original); Deposition of Vasu Raja, at 195:9–12, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, June 3, 2022 ("Raja Deposition") ("Our main reason to have kept LA/Boston, which was very consumptive of airplanes, was to compete with Delta for entertainment based airline accounts."); see also Matthew Parsons, *How United Airlines Is Crowdsourcing Corporate Clients to Rebuild Routes*, Skift (June 23, 2020), <https://skift.com/2020/06/23/how-united-airlines-is-crowdsourcing-corporate-clients-to-rebuild-routes/> (describing United's efforts to collect feedback from corporate customers on where United should grow its network).

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specifically in response to Unisys' required travel times. In addition to saving money on airfare, Unisys travelers were able to save on hotel costs because the new schedule allowed for a day trip rather than a two-day trip with an overnight stay. On another occasion, United adjusted its schedule to accommodate Intel's travel patterns between Phoenix and Washington, D.C. In that case, Intel travelers were able to turn three-day trips into two-day trips, thus saving travel time for their employees, as well as hotel and baggage-related expenses. Corporate travelers prefer being able to take shorter trips with fewer nights away from home, while businesses save on the cost of hotel rooms and meals when flights allow for quicker returns. For these reasons, in choosing an airline, corporate customers strongly prefer those that can offer the broadest network with the greatest flexibility and highest number of flights.<sup>6</sup>

29. Though both of the above examples pertain to large corporations that had enough volume to secure their own discounts through direct negotiations with the airlines, customers in the small to medium enterprises segment can achieve the same goals using TMCs' networks.

**C. The NEA Provides Customers With a Broader Network and Better Schedule**

30. In New York, before the NEA, Delta and United were the primary and logical options for most corporate customers, based on the sheer size of their networks and operations relative to other carriers. American was a distant third behind Delta and United in New

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<sup>6</sup> Deposition of Andrew Murray, 39:18–24 *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, May 3, 2022, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, May 3, 2022 (“Murray Deposition”) (“Q. Would you agree that business travelers flying in and out of the three New York City airport[s] demand regular and frequent service? A. Yes. I think that’s beneficial for business travel in particular.”).



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York because it could not offer a comparable number of route options or flights for those route options.<sup>7</sup> In Boston, before the NEA, Delta was the primary and logical option for corporate customers, while American struggled to stay relevant.<sup>8</sup> JetBlue was a large carrier in Boston but likewise struggled to compete with Delta for corporate travelers, particularly because of Delta's strong global presence.<sup>9</sup>

31. The NEA makes both airlines more competitive in New York and Boston because it allows each to offer their combined network to corporate customers, with flexibility to

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<sup>7</sup> See "2Q20 Board of Directors Meeting: Robert's Slides," AA-NEA-01459671, at -1459732 (July 21, 2020) ("Separately, AA and B6 are distant 3<sup>rd</sup>/4<sup>th</sup> place competitors in major NYC customer segments but combined AA+B6 have comparable scale to OA"); "Northeast Alliance," July 21, 2020, AA-NEA-01318020, at -1318022 ("Our sub-par customer offering [in New York] produces weak competition for DL and UA"); "2021 Goals," UA-000013662, at -13679 (Mar. 19, 2021) (illustrating that United's and Delta's networks out of their respective New York airports check the box on key network characteristics that American's network out of JFK does not and showing that United and Delta attract business traffic in New York while American does not); "Network Strategy Update: December 2020," AA-NEA-02136883, at -21368914 (Dec. 14, 2020) ("Northeast corporate clients want an airline with depth and breadth in both Boston and NYC; JetBlue is not as competitive for this business given its limited depth and breadth generally, and with NYC business customers (largely limited to JFK, which is the less-preferred airport for corporate travelers[.])").

<sup>8</sup> "Northeast Alliance," AA-NEA-01318020, at -23 (July 21, 2020) ("AA has continually lost share in BOS while JetBlue faces a growing threat from Delta"; "JetBlue's ability to be a full-spectrum competitor depends on finding a way to offer its customers the kind of access to a domestic and international network that Delta provides"); Deposition of Joseph Esposito, at 188:14–25, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, June 21, 2022 ("Q. Do you recall about when Delta passed American in terms of its size in Boston? A. I don't recall when they . . . put the networks together between American and – and US Airways when they – when they formalized the merger. We had stayed about the same size . . . and I think that's about where they are today, so they came from much higher – they kind of reduced capacity over that time period.").

<sup>9</sup> Deposition of Robin Hayes, at 164:21–165:3, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, June 8, 2022 ("One of my biggest concerns as the CEO of JetBlue is just effectively our loss of competitiveness in Boston, for example, against Delta's corporate travel machine, which is significantly more resource than what we are able to do. And now with a partnership with American, I would expect to see growth in corporate market share for JetBlue as well.").

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optimize schedules and routes to the benefit of customers.<sup>10</sup> Specifically, the NEA involves extensive codesharing and schedule coordination between the two carriers in both cities, allowing the carriers to sell each other's flights.<sup>11</sup> This permits each carrier to offer the combined network and increased flight frequencies to customers.<sup>12</sup>

32. This creates better schedules and additional flexibility for customers in several ways. First, American and JetBlue have re-timed flights to offer hourly, nearly-hourly, or every-other-hour service on seven NEA routes: NYC to Los Angeles, San Francisco, Boston, Miami, and Raleigh-Durham and Boston to Miami, Chicago, and Washington D.C.<sup>13</sup>

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<sup>10</sup> "NEA Update December 2021," JBLU-LIT-02527087, at -2527091, -2527098, -2527107 (Dec. 2021) (explaining that American and JetBlue have adjusted their LGA schedules so that "AA will be the primary carrier serving [corporate markets]" and "B6 will build robust leisure network and high frequency BOS –LGA offering to complement existing NYC service"; that the carriers have optimized their JFK schedules so that AA will be prioritizing international long haul flying, JetBlue will be prioritizing "[g]rowth in new leisure/VFR markets plus key domestic markets," and that both airlines are prioritizing "[c]onnectivity into AA's long haul operation"; and that they have developed their BOS schedules so that American is prioritizing "[c]omplementing JetBlue's strength in Boston with new service to smaller, business oriented cities" and that JetBlue is prioritizing continuing "to be the leading BOS carrier[,] adding new O&Ds while restoring service to 2019 levels").

<sup>11</sup> "NEA Annual Report Cover Letter," AA-NEA-03301268, at -3301270 (Jan. 31, 2022) ("On December 16, 2021, American and JetBlue announced even more codesharing, for a total of 185 routes by the end of 2022."); "Codeshare Agreement Between American Airlines, Inc. and JetBlue Airways Corporation," AA-NEA-03276248 (July 15, 2020); *JetBlue Launches First Phase of Codeshare with American Airlines, Adding New Routes and Destinations*, JetBlue Investor Relations (Feb. 18, 2021), <http://mediaroom.jetblue.com/investor-relations/press-releases/2021/02-18-2021-160050512> ("JetBlue's codeshare with American begins February 25, 2021, with this first phase of flights on sale starting today. Initially, JetBlue's code is being placed on more than two dozen American routes and American's code is being placed on more than four dozen JetBlue routes.")

<sup>12</sup> "Northeast Alliance," AA-NEA-01318020, at -1318027 (July 21, 2020).

<sup>13</sup> "Expanded NEA Schedule Drives Consumer & Employee Benefits," AA-NEA-01876541 (Nov. 30, 2021).

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33. Second, this means new routes and additional service for customers. In a December 2021 press release, American announced that “[t]ogether, JetBlue and American have added 63 new routes, including 19 international flights that will launch by 2022 and increased frequencies on more than 130 routes . . . .”<sup>14</sup> As of December 2021, the NEA planned to serve 40 of the top 50 domestic LGA origin and destination pairs (“O&Ds”) from LGA, 49 of the top 50 domestic JFK O&Ds from LGA, and all 50 of the top 50 domestic JFK O&Ds from Boston.<sup>15</sup> The improved network depth and breadth enabled by the NEA creates a formidable third option for many of the largest corporate customers with a presence in the Northeast, leading to greater competition with Delta and United.<sup>16</sup>
34. American and JetBlue are offering their combined network with discounts. Many corporations and travel agency groups for both airlines can already benefit or will soon benefit from having the NEA codeshare flights now included in their travel programs with each carrier.<sup>17</sup> This means that JetBlue could approach a customer and offer flights operated by both JetBlue and American in New York and Boston with a guaranteed

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<sup>14</sup> *JetBlue and American Airlines Offer Customers Record-Setting Summer Schedule out of New York and Boston in 2022*, American Airlines Newsroom (Dec. 16, 2021), <https://news.aa.com/news/news-details/2021/JetBlue-and-American-Airlines-Offer-Customers-Record-Setting-Summer-Schedule-out-of-New-York-and-Boston-in-2022-NET-ALP-12/default.aspx>; *see also* “American Airlines, NYC Customer Event,” AA-NEA-03265308 at -3265316–17 (Apr. 6, 2022).

<sup>15</sup> “NEA Update December 2021,” JBLU-LIT-02527087, at -2527091, -2527096, -2527107 (Dec. 2021).

<sup>16</sup> “Northeast Alliance,” AA-NEA-01318020, at -01318029 (July 21, 2020) (illustrating how the NEA could allow American and JetBlue to grow to rival or surpass the networks provided by Delta and United); [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED].

<sup>17</sup> “NEA Annual Report Cover Letter,” AA-NEA-03301268, at -3301279 (Jan. 31, 2022).

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discount (determined separately by JetBlue) on flights operated by either carrier and that a traveler who prefers American or JetBlue now has access to American and JetBlue flights that were not available as part of the corporate travel program before the NEA.

35. Corporate clients that use American as their preferred airline now have access to JetBlue-operated flights in the Northeast as part of their contract, plus any discounts offered on their contracts, as well as the new routes facilitated by the NEA.<sup>18</sup> Almost 200 of American's largest corporate customers and about 150 of JetBlue's largest corporate customers located in, or with significant traffic in, New York and Boston have already amended their existing agreements to participate in the NEA, and American has incorporated the NEA into its corporate program for SMEs as of December 2021.<sup>19</sup> This is a strong indicator that corporate customers value the improved offering of the NEA even as business travel continues to struggle to recover from the COVID-19 pandemic.
36. Thus, the NEA increases the likelihood that a corporate traveler's preferred airline offers their desired route at a preferred time. Although corporations want to minimize the number of separate contracts they have with different airlines, the resulting contracts between corporations and airlines are often route-specific, meaning that the airline gives the corporation discounts on fares for certain routes in exchange for travel commitments on those same routes. As a result, when a corporation increases its traffic on other or new routes, it wants to ensure that its preferred airline partners will evaluate discounts on those routes as well. Expanding the scope of an existing contract with the same airline to

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<sup>18</sup> McMenamin Deposition at 279:2–7 (“Q. Are there any other benefits for your corporate travelers that you have not already mentioned coming from the NEA? A. The ability to utilize their discounts on American-operated JetBlue codeshare flights. That’s a huge benefit.”).

<sup>19</sup> “NEA Annual Report Cover Letter,” AA-NEA-03301268, at -3301279 (Jan. 31, 2022).

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encompass new routes (where possible, based on the carrier's network) is easier and more efficient than having to find a new airline to cover those new routes. This is exactly what the NEA does.

37. The NEA is a significant benefit in particular for corporate customers or employees of corporate customers that prefer JetBlue's brand and service, and those that prefer to accrue TrueBlue miles for personal travel. Most corporate customers, regardless of the market, would have been less likely to consider JetBlue as an option prior to the NEA because it has not historically offered the type of comprehensive network that corporate customers need. The NEA, as discussed above, improves JetBlue's offering in the corporate segment, which expands options available to corporations and travelers. JetBlue can now credibly present itself as a competitive option for all corporate customers traveling to and from the Northeast.<sup>20</sup>
38. The NEA also does not just combine the existing networks of American and JetBlue. It also improves the combined network because the network planners from both airlines are working together to create a more compelling customer proposition through more flights and a more favorable schedule. Such a seamless experience and optimized schedules would not be possible without the codesharing and schedule coordination elements of the NEA.<sup>21</sup> This improved customer proposition has manifested itself with increased growth:

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<sup>20</sup> McMenamin Deposition 277:12–22 (“[JetBlue has] a strong following in a lot of markets, and then there’s also partners that we don’t work with that may not see the relevancy of JetBlue in a program. But now with the strategic partnership, they definitely will give us a second look or maybe we’re a little more relevant. We have just added some great new frequencies, new dots on the map, places we hadn’t been able to get to.”).

<sup>21</sup> Deposition of Vasu Raja, at 264:3–9, *Re: Investigation of JetBlue and American Airlines*, June 2, 2021 (“It’s my view that short of being able to go engage in the two key features of this partnership, scheduled coordination and revenue sharing, that we lack the ability and the

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JetBlue and American have added 63 new routes, including 19 international flights that will launch by 2022 and increased frequencies on more than 130 routes.<sup>22</sup>

39. The significant improvements to the networks being offered by American and JetBlue enabled by the NEA will enhance competition for corporate contracts. With the NEA, corporations that previously preferred Delta and United because of their more holistic network out of the Northeast can look to the combined NEA schedules of American or JetBlue to be included in their airline partner evaluations. This provides additional competitive options for corporations in selecting primary or secondary airlines in their airline portfolios. For example, American could win primary position with an account with which it historically held a secondary position behind United by offering better volume discounts over a larger number of O&Ds through the NEA. Even if the corporation opted to stay with United as the primary airline, the corporation could more credibly use the increased threat of American displacing United's position to negotiate better overall discounts or perks from United.

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incentives to go and create a truly seamless customer experience the way our competitors are able to.”); Murray Deposition, at 129:20–131:14 (“Q. How does schedule coordination in the NEA enhance competition and consumer choice in the New York City market? A. Yeah. So the choice is sort of what we just talked about, so more itineraries unlocked. Competition, you would – the premise would be, because there’s more attractive options, that makes those more viable from a marketing standpoint, and that could be a benefit to competition if there’s more attractive, viable itineraries available out of Kennedy, yeah, or connecting through Kennedy. For example. Q. That would apply to the other two airports in the New York City area, correct? A. Correct. Yeah.”).

<sup>22</sup> *JetBlue and American Airlines Offer Customers Record-Setting Summer Schedule out of New York and Boston in 2022*, American Airlines Newsroom (Dec. 16, 2021), <https://news.aa.com/news/news-details/2021/JetBlue-and-American-Airlines-Offer-Customers-Record-Setting-Summer-Schedule-out-of-New-York-and-Boston-in-2022-NET-ALP-12/default.aspx>; *see also* “American Airlines, NYC Customer Event,” AA-NEA-03265308, at -3265316–17 (Apr. 7, 2022).

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**VI. THE NEA BENEFITS CUSTOMERS THROUGH EXPANDED LOYALTY PROGRAMS**

40. Customer loyalty programs for airlines play a central role in a corporation's decision to partner with an airline and for corporate travelers in choosing which airline to use.<sup>23</sup>

Corporate customers travel significantly more often than the average traveler and, therefore, are more likely to earn and use the myriad of benefits that loyalty programs offer.

41. American's AAdvantage program allows customers to earn miles when flying with American or when using the services of partner companies.<sup>24</sup> Miles can be redeemed for air travel, hotel stays, car rentals, and vacation packages, and they can also be transferred to another account.<sup>25</sup> Members with an AAdvantage-affiliated Mastercard or Citi credit card can also earn miles for everyday purchases.<sup>26</sup> JetBlue's TrueBlue program allows members to earn points for every dollar they spend on JetBlue-operated flights, JetBlue Vacations packages, and hotel stays at participating IHG Properties.<sup>27</sup> Purchases made

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<sup>23</sup> Deposition of James Carter, at 142:19–143:3, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, May 26, 2022 (“A. Loyalty is very powerful. It’s not easy to match, either. All these other levers you’ve been talking about with tacticals and pricing, that’s all easily matched. Loyalty is harder to match. Q. That’s a competitive differentiator, right? A. It’s a huge difference when you are providing unique services to your most . . . valued travelers.”).

<sup>24</sup> *Redeem Miles*, American Airlines, <https://www.aa.com/i18n/advantage-program/miles/redeem/redeem-miles.jsp> (last accessed May 23, 2022).

<sup>25</sup> *Id.*; Zach Griff, *A New Era Begins: American Has Revamped How You Earn Elite Status with “Loyalty Points,”* The Points Guy (Mar. 1, 2022), <https://thepointsguy.com/news/american-airlines-aadvantage-loyalty-points/>.

<sup>26</sup> *AAdvantage Credit Cards*, American Airlines, <https://www.aa.com/i18n/aadvantage-program/miles/partners/credit-card/aadvantage-credit-cards.jsp> (last accessed May 23, 2022).

<sup>27</sup> *Earnings Points*, JetBlue, <https://www.jetblue.com/trueblue/earning-points> (last accessed July 11, 2022).



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with a JetBlue Card, JetBlue Plus Card, or JetBlue Business Card by Barclays also give members points, which can be redeemed for flights.<sup>28</sup> TrueBlue members can also participate in Points Pooling with up to six other friends and family members and redeem their points together for award flights.<sup>29</sup>

42. The greater the ability to consolidate one's loyalty "miles" or "points," the better, as the rewards offered by airlines for achieving certain milestones become significantly higher in value for the customer as the miles or points accumulate. For example, someone who is an AAdvantage-elite member accrues miles from flights at an accelerated rate compared to the five-miles-per-dollar rate that a general member earns: Gold-Status members are awarded seven miles per dollar, Platinum-Status members are awarded eight miles per dollar, Platinum-Pro members are awarded nine miles per dollar, and Executive-Platinum members are awarded 11 miles per dollar.<sup>30</sup> These multipliers count towards earning Loyalty Points, which are exchanged for benefits from American Airlines and their partners.<sup>31</sup> Besides awards such as tickets, hotel stays, car rentals, vacation packages, and merchandise, travelers accumulate Loyalty Points in order to

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<sup>28</sup> *Id.*

<sup>29</sup> *Points Pooling*, Jet Blue, <https://www.jetblue.com/trueblue/points-pooling> (last accessed July 11, 2022).

<sup>30</sup> Zach Griff, *A New Era Begins: American Has Revamped How You Earn Elite Status with "Loyalty Points,"* The Points Guy (Mar. 1, 2022), <https://thepointsguy.com/news/american-airlines-aadvantage-loyalty-points/>.

<sup>31</sup> *Redeem Miles*, American Airlines, <https://www.aa.com/i18n/advantage-program/miles/redeem/redeem-miles.jsp> (last accessed May 23, 2022); Liz Hund, *How to Earn Bonus Miles through the AAdvantage Shopping Portal* (Mar. 14, 2022), <https://thepointsguy.com/news/american-airlines-shopping-portal/>.



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achieve elite status.<sup>32</sup> The benefits at each status level are very much coveted by business travelers, and once they achieve their sought-after status they prioritize retaining their status. Many other airlines, including United and Delta, operate similar programs.<sup>33</sup>

43. The benefits from the loyalty programs have a significant equivalent monetary value. The Points Guy, a travel website and blog, values AAdvantage Gold, AAdvantage Platinum, AAdvantage Platinum Pro, and AAdvantage Executive Platinum at \$560, \$1,720, \$3,845, and \$7,975.<sup>34</sup> It values JetBlue Mosaic at \$1,620 and JetBlue Mosaic+ at \$5,155.<sup>35</sup> As a result of the NEA, a substantially greater number of corporate travelers will be able to enjoy more status benefits more quickly.
44. Because of the NEA, American and JetBlue are allowing customers that fly on either airline's routes to benefit from each other's airline loyalty programs. American's AAdvantage members can accrue and use miles on all JetBlue flights, while JetBlue TrueBlue customers can also earn and redeem points for flights operated by American.<sup>36</sup> High-earning loyalty members for each airline, JetBlue Mosaics and American

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<sup>32</sup> Zach Griff, *A New Era Begins: American Has Revamped How You Earn Elite Status with "Loyalty Points,"* The Points Guy (Mar. 1, 2022), <https://thepointsguy.com/news/american-airlines-aadvantage-loyalty-points/>.

<sup>33</sup> *United MileagePlus*, United, <https://www.united.com/en/us/fly/mileageplus.html> (last accessed May 23, 2022); *SkyMiles Program*, Delta, <https://www.delta.com/us/en/skymiles/overview> (last accessed May 23, 2022).

<sup>34</sup> Kyle Olsen, *What Is American Airlines Elite Status Worth in 2022?*, The Points Guy (May 25, 2022), <https://thepointsguy.com/guide/what-is-aa-elite-status-worth/>.

<sup>35</sup> Stella Shon, *What is JetBlue Elite Status Worth in 2022?*, The Points Guy (Mar. 2, 2022), <https://thepointsguy.com/guide/what-is-jetblue-elite-status-worth/>.

<sup>36</sup> *American Airlines and JetBlue Introduce Enhanced Perks for Loyalty Status Members Made Possible Through the Northeast Alliance*, (Mar. 23, 2022), <https://news.aa.com/news/news-details/2022/American-Airlines-and-JetBlue-Introduce-Enhanced-Perks-for-Loyalty-Status-Members-Made-Possible-Through-the-Northeast-Alliance-NET-ALP-03/default.aspx>.

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AAdvantage status members, receive the most benefits. AAdvantage status members are eligible for complimentary “Even More Space” seating on all JetBlue-operated flights, and JetBlue Mosaics are eligible for complimentary “Main Cabin Extra” seating on American-operated flights.<sup>37</sup> JetBlue Mosaics members are able to check two complimentary bags at American kiosks while American AAdvantage status members can do the same when traveling on JetBlue-operated flights.<sup>38</sup> AAdvantage status members at the Platinum Pro level or higher enjoy same-day changes when traveling on JetBlue-operated flights, and JetBlue Mosaics have the same perk when flying on American-operated flights.<sup>39</sup> Additionally, American Admirals Club members traveling on JetBlue flights get access to Admirals Club lounges, which feature complimentary amenities like food and beverages, Wi-Fi, business centers, and kids’ rooms, including the newly opened lounge space at LGA.<sup>40</sup>

45. These are significant benefits to customers. Travelers place high value on their ability to earn and redeem loyalty points and enjoy status benefits.

**VII. THE NEA BENEFITS CUSTOMERS THROUGH AN ENHANCED EXPERIENCE AT NEA AIRPORTS AND ON NEA FLIGHTS**

46. Simply stitching together through codesharing two networks of airlines that offer different types of products will not provide corporate customers the travel experience they expect, particularly out of the NEA airports. American and JetBlue seem to recognize this issue and they have been working proactively to make this virtual network

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<sup>37</sup> *Id.*

<sup>38</sup> *Id.*

<sup>39</sup> *Id.*

<sup>40</sup> *Id.*

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as seamless as possible (and therefore more competitive against Delta and United) for customers. For example, American and JetBlue have made significant improvements to the booking and check-in process for mutual customers for flights to and from the Northeast.<sup>41</sup>

47. Because of their partnership through the NEA, both companies have committed to extensive infrastructure improvements to enhance the airport experience for customers. At LGA, almost all of American and JetBlue's flying is now co-located at LaGuardia's new Terminal B.<sup>42</sup> Co-location enables easier connections between the airlines, which is important to travelers because it saves time.<sup>43</sup> American and JetBlue will similarly be able to operate from adjacent gates in EWR when Terminal A is completed.<sup>44</sup> And at

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<sup>41</sup> "American Airlines, NYC Customer Event," AA-NEA-03265308, at -3265337 (Apr. 6, 2022) (illustrating enhancements American and JetBlue have made to the customers' travel journey, including the ability to view availability on each other's flights on either website, the ability to choose seats on each other's flights on either website, automatic reminder emails for codeshared flights, JFK bus transportation for terminal transfers, convenient airport wayfinders, and ability to earn frequent flier miles); "NEA Annual Report Cover Letter," AA-NEA-03301268, at -3301280 (Jan. 31, 2022) ("Seamless integration of services offered by two independent airlines requires significant time and resources to implement and is fraught with challenges. However, American and JetBlue have been working diligently to overcome these challenges, and have already made great progress in improving the NEA customer experience. Customers are already able to purchase NEA flights on American's and JetBlue's websites with ease."); Leslie Josephs, *JetBlue Revamps Website to Avoid Confusion with New Partner American Airlines*, CNBC (Oct. 1, 2021), <https://www.cnbc.com/2021/10/01/jetblue-revamps-website-to-avoid-confusion-with-new-partner-american-airlines.html>.

<sup>42</sup> *JetBlue Expands at LaGuardia With Presence at Two Terminals and Significant Growth Made Possible by Its Northeast Alliance*, JetBlue Investor Relations (Oct. 29, 2021), <http://mediaroom.jetblue.com/investor-relations/press-releases/2021/10-29-2021-150012833>.

<sup>43</sup> *Id.*; Murray Deposition, at 90:17–91:5 ("A. Yes. I knew that JetBlue was in our Terminal A, Marine [A]ir [T]erminal, but had ultimately wished to be in the new Terminal B. Q. And what impact does that co-locating have on connections for travelers?" . . . A. So if there's a significant degree of connecting traffic between JetBlue and American flights or vice versa, to the extent that those gates are near each other, that would – the connection would be much simpler.").

<sup>44</sup> "NEA Annual Report Cover Letter," AA-NEA-03301268, -3301276 (Jan. 31, 2022).

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JFK, American and JetBlue have committed to investing \$50 million in infrastructure investments, which includes a bus that is already operating between Terminal 5 and Terminal 8 at JFK every 15 minutes that enables travelers to transfer between American's and JetBlue's gates without going through security.<sup>45</sup> This shuttle reduces connection times to within 9–12 minutes from 20–45 minutes on the AirTran, which was previously the only option for transferring between terminals.<sup>46</sup> Once the expansion is completed, premium customers will be able to use a co-branded check-in area providing concierge-style service, three distinctive custom lounges, a champagne bar, a fireside lounge, an a la carte dining room, a wine bar, a cocktail lounge, a library, and a buffet.<sup>47</sup> Finally, in Boston, a post-security connector between Terminal B, where American operates, and Terminal C, where JetBlue operates, is expected to be completed in 2022 in order to allow NEA customers to conveniently connect without having to go back through security.<sup>48</sup>

48. Corporate travelers also value a comfortable airport experience through the use of perks that come along with loyalty status such as lounges, priority boarding, an expedited

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<sup>45</sup> “American Airlines, NYC Customer Event,” AA-NEA-03265308, at -3265352 (Apr. 6, 2022); Northeast Alliance Update,” AA-NEA-01525894, at -1525898–99 (Aug. 23, 2021).

<sup>46</sup> *Id.* at -3265352; Murray Deposition, at 99:13–100:5 (“So the main means of connections between terminals at JFK is the air train. But there’s an obvious drawback there in terms of connectivity or connecting activity across the two networks of those carriers because you would have to go back from security. It’s a pretty long walk from T5 to the air train. And then you take the train to Terminal 8 . . . . So the benefit of the air-side shuttle is it – it prevents the need to do that more circuitous trip, and it is meant to facilitate connections across those two networks between the carriers.”).

<sup>47</sup> “American Airlines, NYC Customer Event,” AA-NEA-03265308, at -3265351 (Apr. 6, 2022).

<sup>48</sup> “NEA Annual Report Cover Letter,” AA-NEA-03301268, -3301277 (Jan. 31, 2022).

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security process, and the ability to check baggage for no additional cost.<sup>49</sup> Travelers would rather sit in a comfortable airline lounge with a bar, snacks, and refreshments than sit in the general lounge area, and they would rather be the first to board their flight rather than boarding last, when all of the overhead space has been taken. They also prefer to zip through security and check-in with priority status, rather than standing in a long security or check-in line. Quality of life on the road while traveling for business is tough on most people, and these types of perks are important to minimizing the distractions tied to business travel and allowing travelers to better focus on the purpose of their trip, as opposed to the trip itself. I have seen the importance of this firsthand, as corporations often negotiate a matching of specific loyalty levels when switching preferred airlines and negotiating a contract with a new airline.

49. Prior to the NEA, JetBlue did not offer an ideal airport experience for corporate travelers because, unlike several of its competitors, JetBlue did not have lounges. The NEA enhances travelers' airport experience when they fly with either airline. JetBlue and American customers now have access to the benefits from both airlines. For example, American's Admirals Club members have received access to the lounges when flying on JetBlue-ticketed and -operated flights since April 2022.<sup>50</sup>

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<sup>49</sup> Murray Deposition, at 188:21–189:14 (“Q. And what are the factors that can influence a passenger’s airport choice? . . . A. Airport amenities. There are certain travelers who travel a lot, who that’s very valuable to, typically business travelers.”).

<sup>50</sup> Zach Griff, *American, JetBlue Launch Another Round of Reciprocal Elite Benefits*, The Points Guy (Mar. 23, 2022) <https://thepointsguy.com/news/american-airlines-jetblue-northeast-alliance-loyalty-benefits/#:~:text=Lounge%20access%20when%20flying%20JetBlue,operated%20flights%20beginning%20in%20April.>

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50. American has also introduced Main Select, which is designed to better meet the needs of modern corporate customers, on key business routes, such as LGA to DCA, LGA to ORD, BOS to DCA, and DFW and LAX. Main Select allows for refundable fares, priority boarding, priority check-in, choice of all seats in Main Cabin at time of booking, and free same-day flight changes.<sup>51</sup> JetBlue has added Blue Extra on both leisure and corporate routes, which offers same-day flight changes, on high-frequency routes such as LGA to BOS and Even More Speed, which includes early boarding.<sup>52</sup> While not the result of the NEA specifically, NEA customers will have the opportunity to take advantage of these perks when traveling with either airline.
51. These benefits also encourage travelers to comply with their corporate travel policies and use the company's designated preferred airline partners.<sup>53</sup> This increases the value of the corporate offering because it makes it easier for corporations to meet their volume target and keep their negotiated discounts with airlines, while also keeping their employees happy. Therefore, the more airport perks a corporation can get from an airline, the more likely a corporation is to use that airline as its preferred provider, as corporate customers and TMCs consider such perks when negotiating or considering a partner. The NEA

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<sup>51</sup> *Id.*; Donna M. Airolidi, *American Airlines Introduces Main Select Fares for Business Travelers*, Travel Weekly (June 23, 2022), <https://www.travelweekly.com/Travel-News/Airline-News/AA-introduces-Main-Select-fares>.

<sup>52</sup> *Id.*

<sup>53</sup> “NEA Advanced Bookings,” AA-NEA-03020232, at -3020242 (Sept. 13, 2021) (BNP Paribas in North America states, “I, too, am very excited to hear about this strategic partnership with AA and JetBlue for our corporate travel program at BNP Paribas in North America. A few reasons why I think this would be a great addition to our program: It . . . [k]eeps our travelers compliant with preferred airlines, less out of policy exceptions . . .”).

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benefits offered to American customers flying on JetBlue and to JetBlue customers flying on American make both airlines more attractive and competitive.

**VIII. TRAVELERS BENEFIT FROM THE USE OF LARGER, BETTER-EQUIPPED AIRCRAFT ON NEA ROUTES**

52. American and JetBlue have made improvements to their product offering that make both airlines more attractive to corporate customers, such as adding larger, better-equipped aircraft on some NEA routes and implementing lie-flat seats on many Transcon routes.<sup>54</sup> Larger airplanes have more seats and provide more opportunity for travelers to find aisle or window seats. Larger airplanes tend to have more legroom and provide an increase ability to roam the cabin, thereby making passengers feel less confined. Larger airplanes are also more likely to have more than one class of service, providing travelers with the opportunity to enjoy additional comfort from upgraded seats.
53. As American and JetBlue have expanded their Transcon service offering described above, they have worked to improve the quality of travel for customers. For example, American and JetBlue have announced plans to implement lie-flat offerings on JetBlue's Mint and American's A321T fleet on major Transcon flights from the Northeast by the end of 2022, including on flights between LAX and NYC and BOS, SNA and NYC, SAN and BOS and NYC, SFO and BOS and NYC, and SEA and BOS and NYC.<sup>55</sup> I

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<sup>54</sup> *American Airlines and JetBlue's Northeast Alliance Will Give Customers Access to the Largest Flight Schedule on the Most Connected Network in 2022*, American Airlines Newsroom (Nov. 9, 2021), <https://news.aa.com/news/news-details/2021/American-Airlines-and-JetBlues-Northeast-Alliance-Will-Give-Customers-Access-to-the-Largest-Flight-Schedule-on-the-Most-Connected-Network-in-2022-NET-RTS-11/default.aspx>.

<sup>55</sup> *JetBlue and American Airlines Partnership Makes it Easier Than Ever for Customers to Return to Travel with Largest Schedule, More Benefits and a Seamless Travel Experience*, JetBlue Investor Relations (July 20, 2021), <http://mediaroom.jetblue.com/investor-relations/press-releases/2021/07-20-2021-140049033>.

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understand that as a result of the growth opportunities generated by the NEA, American removed 50-seat regional aircraft from all routes originating in New York, which gives customers leaving from New York all of the benefits associated with larger aircraft.<sup>56</sup>

**IX. CONCLUSION**

54. During my forty years in the airline industry, I have found that corporate customers are looking for (1) the broadest airline network possible, (2) the benefits offered by loyalty programs, (3) a smooth travel experience, and (4) comfortable, well-equipped airplanes.
55. Overall, the NEA provides benefits to customers primarily through: (1) expanded service; (2) improved flight schedules; (3) expanded loyalty programs; (4) an enhanced experience at NEA airports and on NEA flights; and (5) larger, better-equipped aircraft on NEA routes. These benefits map perfectly onto exactly what corporate customers are looking for.
56. The NEA makes both airlines more competitive in New York and Boston because it allows each to offer their combined network to corporate customers and to provide benefits that corporate customers need that neither airline was able to provide on its own.



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Ron DiLeo

July 11, 2022

Date

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<sup>56</sup> *American Airlines Uses Partnerships to Grow Its Network, Offer Customers More Choice, and Provide a Premier Travel Experience in the Northeast*, American Airlines Newsroom (Apr. 21, 2021), <https://news.aa.com/news/news-details/2021/American-Airlines-Uses-Partnerships-to-Grow-Its-Network-Offer-Customers-More-Choice-and-Provide-a-Premier-Travel-Experience-in-the-Northeast-NET-ALP-04/default.aspx>.



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**APPENDIX A: CV OF RON DILEO**

## Ronald C. DiLeo

### professional summary

A seasoned executive with 40 years business experience and a broad background in areas critical for strong senior management. Skilled in both large company and entrepreneurial environments. A proven achiever in business turn-arounds with a vast array of business experience in most major business centers around the world. A commercial business leader with a strong reputation for creative insight and an orientation that is both strategic and bottom-line oriented. An inspirational leader and a team builder with a track record of developing high performing teams that drive continuous innovation. In summary, an experienced and accomplished management professional recognized for driving high employee and customer satisfaction results while delivering strong shareholder value.

### key skills and attributes

- Extensive background in all areas of staff management, budget development, strategic planning, public relations, sales and marketing
- Proven track record in business transformation leadership
- Strong communication, public speaking, presentation and facilitation skills
- Skilled negotiator
- Strong aptitude in organizational effectiveness
- Proven ability to attract, recruit, develop and retain talent
- Strategic thinker with consideration for a broad range of internal and external factors when making decisions
- Ability to convey a sense of urgency and drive issues to closure with relentless pursuit despite obstacles and opposition
- Generator of new ideas; going beyond the status quo, enterprising and resourceful

### professional experience

**April 2007 – Present: The In the Black Group, New York, NY**  
**Current Position – Founder and President**

The In the Black Group is a business performance consultancy providing a diverse portfolio of services to companies in travel and tourism including travel management companies, travel agencies and airlines. Service categories include M&A, sales, marketing, loyal programs, client/customer management, operations, supplier relations and organizational effectiveness. The firm also does work in the payment systems industry on the supply side. ITB is connected with several angel investor networks based in Europe and the U.S. to identify and fund new ventures. **RESULTS:** 100% client retention with consistent YOY growth.

**May 2014 - Present: safetravelRx Inc.**  
**Current Position: Co-Founder and CEO**

This is a start-up company that is building travel safety and risk management applications that connect to individuals via smart phone technology. This SaaS technology focuses on the consumer aspects of travel through connections within the B2C travel sector. **RESULTS:** Soft launch in July 2017; full launch November 2018 all with "bootstrap" funding.

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**August 2014 - November 2015: ALTOUR International**  
**Final Position: Executive Vice President and Chief Commercial Officer**

Altour was the largest independently owned travel management company in the United States consisting of luxury HNW travel clientele, as well as business travel and meetings/incentive businesses. This role included executive oversight for all of the commercial sides of the business owned globally as well as businesses operated through alliance partners. **RESULTS:** 10% revenue growth and launch into Fortune 500 client segment.

**July 2012 - February 2014: AirPlus International, Inc.**  
**Final position: President and CEO**

AirPlus International is a global charge card and financial services company in the business travel industry, independently operated but wholly owned by the Lufthansa Airlines Group. This role included executive oversight for all commercial and operational functions in North America. **RESULTS:** 10% growth in sales; developed JPMChase bank partner relationship.

**July 2010 - December 2012: Association of Corporate Travel Executives**  
**Final position: Executive Director**

The Association of Corporate Travel Executives (ACTE) was a trade association consisting of 31,000+ members and delegates spread across 82 countries around the world. ACTE focused on education and advancing the interests of both buyers and suppliers in the business travel segment. **RESULTS:** Tripled revenue within 12 months and grew membership by 50%.

**July 2007 – October 2008: British Airways OpenSkies, New York, NY**  
**Final Position – Chief Commercial Officer**

A British Airways consulting contract to assist with the launch of a start-up subsidiary airline, OpenSkies, that led to assuming the position of Chief Commercial Officer. Commercial activities in Europe and the United States included all aspects of customer services, marketing, sales, distribution, and revenue management. **RESULTS:** Airline launched in 18 months from board approval to inaugural flight and was profitable within 12 months of launch.

**October 2003 – January 2007: American Express, London, UK**  
**Final Position – Senior Vice President and General Manager, Head of Business Travel EMEA**

- Regional accountability for all aspects of the travel business in Europe, the Middle East, and Africa including operations, client retention and growth, sales, marketing, and supplier relations, with full P&L responsibility. **RESULTS:** Doubled sales and tripled EBITDA over three years.
- Board member of American Express Europe Ltd. (AEEL), reporting to Group President.

**1978 – October 2003: Rosenbluth International, Philadelphia, PA**  
**Final Position – Chief Operating Officer, Corporate Travel Division**

Board level executive of the travel management company with global accountability for all operations, client retention and growth, sales, marketing, supplier relations, finance, learning and development, and human resources; included oversight for all Rosenbluth corporate travel business activity in 54 countries. **RESULTS:** Company sold for 6x EBITDA when market trended at 3x-4x.

## APPENDIX B: DOCUMENTS RELIED UPON

### CASE DOCUMENTS

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4. American Airlines, NYC Customer Event,” AA-NEA-03265308 (Apr. 6, 2022).
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6. Codeshare Agreement between American Airlines, Inc. and JetBlue Airways Corporation (July 15, 2020).
7. Defendant JetBlue Airways Corporation’s Supplemental Responses and Objections to Plaintiffs’ Second Set of Interrogatories to Defendant JetBlue Airways Corporation, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, Mar. 14, 2022.
8. “Expanded NEA Schedule Drives Consumer & Employee Benefits,” AA-NEA-01876541 (Nov. 30, 2021).
9. “NEA Advanced Bookings,” AA-NEA-03020232 (Sept. 13, 2021).
10. “NEA Update December 2021,” JBLU-LIT-02527087 (Dec. 2021).
11. “NEA Annual Report Cover Letter,” AA-NEA-03301268 (Jan. 31, 2022).
12. “Northeast Alliance,” AA-NEA-01318020 (July 21, 2020).
13. “Northeast Alliance Update: August 23, 2021,” AA-NEA-01525894 (Aug. 23, 2021).
14. “NYC Strategy Update: September 2018,” AA-NEA-00005063 (Sept. 13, 2018).
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DEPOSITION TRANSCRIPTS

18. Deposition of Andrew Harrison, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, May 18, 2022.
19. Deposition of Andrew Murray, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, May 3, 2022.
20. Deposition of Barry McMenamin, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, May 27, 2022.
21. Deposition of Brian Znotins, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, May 25, 2022.
22. Deposition of Eric Friedman, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, June 3, 2022.
23. Deposition of James Carter, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, May 12, 2022.
24. Deposition of John Kirby, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, June 22, 2022.
25. Deposition of John Pepper, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, June 8, 2022.
26. Deposition of Joseph Esposito, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, June 21, 2022.
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34. Deposition of William Douglas Parker, *United States v. American Airlines Grp., Inc. and JetBlue Airways, Corp.*, Case No. 1:21-cv-11558, May 26, 2022.

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